

SCOTTS LIQUID GOLD INC
Form 4/A
February 17, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PASSANTINO DENNIS P

(Last) (First) (Middle)
4880 HAVANA ST
(Street)

DENVER, CO 80239

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SCOTTS LIQUID GOLD INC [slgd]

3. Date of Earliest Transaction (Month/Day/Year)

05/01/2002

4. If Amendment, Date Original Filed (Month/Day/Year)

02/09/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V.P-Operations and Corp. Secy.

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 30,000 | D | |
| Common Stock | | | | | 54,537 ⁽¹⁾ | I | By ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 0.5 | | | | | 05/01/2002 04/30/2007 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 0.46 | | | | | 02/25/2003 02/24/2008 | Common Stock 77,000 |
| Incentive Stock Option (right to buy) | \$ 0.62 | | | | | 11/28/2003 11/27/2008 | Common Stock 8,000 |
| Incentive Stock Option (right to buy) | \$ 0.54 | | | | | 05/04/2005 05/03/2010 | Common Stock 80,000 |
| Incentive Stock Option (right to buy) | \$ 0.6 | | | | | 08/23/2005 08/22/2010 | Common Stock 5,000 |
| Incentive Stock Option (right to buy) | \$ 0.96 | 12/14/2005 | | A | 18,400 | 12/14/2005 12/13/2010 | Common Stock 18,400 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PASSANTINO DENNIS P
4880 HAVANA ST
DENVER, CO 80239

X

V.P-Operations and Corp. Secy.

Signatures

Jeffry B. Johnson, Attorney-In-Fact for Dennis P.
Passantino

02/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares allocated to Mr. Dennis P. Passantino under an Employee Stock Ownership Plan as of December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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